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China Success Finance Group Holdings Limited

(中國集成金融集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

(1) FRAMEWORK AGREEMENT
IN RESPECT OF THE COOPERATIVE INVESTMENT WITH SHANDONG YINLIAN
AND
(2) RESUMPTION OF TRADING

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 8 July 2015, the Company has entered into the Framework Agreement with the Shandong Yinlian, one of the leading guarantee service providers in the Shandong Province. Pursuant to the Framework Agreement, the Company and Shandong Yinlian will, subject to the further negotiations between the parties, due diligence exercise and the entering of the Formal Agreement, whereby the Company or its subsidiary will acquire 40% of the share capital in Shandong Yinlian (subject to finalisation).

As the Cooperative Investment is subject to further negotiations between the parties, due diligence exercise and the Formal Agreement in relation thereto being entered into, the Cooperative Investment contemplated thereunder may or may not proceed, Shareholders and any potential investors are advised to take caution in dealing in the securities of the Company.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

THE FRAMEWORK AGREEMENT

The Board is pleased to announce that, on 8 July 2015, the Company has entered into the Framework Agreement with Shandong Yinlian, one of the leading guarantee service providers in the Shandong Province.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Shandong Yinlian is an Independent Third Party.

THE COOPERATIVE INVESTMENT

Pursuant to the Framework Agreement, the Company and Shandong Yinlian will, subject to the further negotiations between the parties, due diligence exercise and the entering of the Formal Agreement, whereby the Company or its subsidiary will acquire 40% of the share capital in Shandong Yinlian (subject to finalisation) in consideration for the issue of new Shares by the Company, in order to strengthen the financial performance through, among others, increasing the service coverage and customer base, enhance the branding recognition and competitiveness and sharing of industry information and information on risk management and control between the parties (the "**Cooperative Investment**").

The parties will use their best endeavour to negotiate amicably, finalise and enter into the Formal Agreement.

EFFECTIVENESS OF THE FRAMEWORK AGREEMENT

Save for the provision relating to confidentiality, the terms of the Framework Agreement are not legally binding on the parties. Before entering into the Formal Agreement, the parties have no legal obligations to proceed with the Cooperative Investment.

REASONS FOR THE INVESTMENT

The Group is a financial service provider engaging in, among other things, the offering of financial guarantee, non-financial guarantee, financial leasing, financial consultancy and equity investment services in Guangdong Province, the PRC.

Shandong Yinlian is the leading and renowned guarantee service provider in the Shandong Province, covering 17 cities in Shandong Province together with Beijing and Tianjin.

The Company has been actively seeking for investment opportunities to maximize the Shareholders' interests. The Board considers that the transactions contemplated under

the Framework Agreement are suitable investment opportunities and will bring in stable revenue stream and have a favourable appreciation potential, which is beneficial to and in the interests of the Company and the Shareholders as a whole.

As the Cooperative Investment is subject to the further negotiations between the parties, due diligence exercise and the Formal Agreement in relation thereto being entered into, the Cooperative Investment contemplated thereunder may or may not proceed, Shareholders and any potential investors are advised to take caution in dealing in the securities of the Company.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:08 a.m. on Wednesday, 8 July 2015. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Monday, 13 July 2015.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	China Success Finance Group Holdings Limited (Stock Code: 3623), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Formal Agreement”	the formal investment agreement to be entered into by the Company or its subsidiary with Shandong Yinlian in relation to the Cooperative Investment
“Framework Agreement”	the strategic co-operation agreement dated 8 July 2015 entered into between the Company and Shandong Yinlian with respect to the proposed Cooperative Investment
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party”	party who, together with his/her/its ultimate beneficial owner(s), is/are persons independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China but for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SME(s)”	small and medium enterprise(s)
“Shandong Yinlian”	Shandong Yinlian Guarantee Group Limited* (山東銀聯擔保集團有限公司), a limited liability company established under the laws of the PRC, and it is principally engaged in the provision of financial guarantee services and other financial services to SMEs and private individuals
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company and where applicable, the term shall also include shares of any class or classes resulting from any subdivision, consolidation or re-classification of those shares and the term “ Share ” shall be construed accordingly
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
China Success Finance Group Holdings Limited
Zhang Tiewei
Chairman and Executive Director

Hong Kong, 10 July 2015

As at the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. Zhang Tiewei, Mr. Chen Hui and Mr. Li Bin, (ii) three non-executive Directors, namely, Mr. He Darong, Mr. Xu Kaiying and Mr. Pang Haoquan, and (iii) three independent non-executive Directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan.

** for identification purpose only*